

**Exhibit 1**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING MOTION OF TRANSFORM HOLDCO LLC FOR LEAVE TO  
FILE UNDER SEAL PORTIONS OF TRANSFORM HOLDCO LLC'S  
MOTION TO ENFORCE AND ACCOMPANYING EXHIBITS**

Upon the motion (“Sealing Motion”)<sup>2</sup> of Transform Holdco LLC (“Transform”), for itself and on behalf of its affiliate Transform Leaseco LLC, as buyer of substantially all of the Debtors’ assets, for entry of an order (this “Order”) authorizing Transform to file the redacted Motion to Enforce and certain exhibits thereto under seal; and the Court having found that it has jurisdiction over this matter and that it is a core matter under 28 U.S.C. §§ 157 and 1334; and the Court having found that venue of this proceeding in this District is proper under 28 U.S.C. §§ 1408 and 1409; and the Court having found that Transform provided appropriate notice of the Sealing Motion and no other notice need be provided; and the Court having found that the legal and factual bases set

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

<sup>2</sup> Capitalized terms used but not defined herein have the meaning provided to them in the Sealing Motion.

forth in the Sealing Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Sealing Motion is granted as set forth herein.
2. Transform is authorized to file the Motion to Enforce and the requested exhibits thereto under seal, by providing a copy to the Clerk of the Court, Attn: Mimi Correa, along with a copy of this Order in an envelope, either paper or digital, prominently marked “TO BE FILED UNDER SEAL.”
3. Transform is authorized to file a redacted version of the Motion to Enforce on the public docket in this case, provided that Transform redact only the table of authorities, paragraphs 1, 3, 5, 19-21, 23, 26, 28, 33, 34, and 38-45 and Exhibits C, I and J thereto (the “Sealed Documents”), pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Rule 9018-1) of the Local Bankruptcy Rules for the Southern District of New York.
4. Except upon further order of the Court after notice to Transform, the Sealed Documents shall remain under seal, and shall not be made available to anyone without the consent of Transform, except that unredacted copies of the Sealed Document shall be provided to: (1) the Court; (2) the Office of the United States Trustee for Region 2; (3) if requested, counsel to the Debtors (on a confidential and “professional eyes only” basis); (4) MOAC; and (5) any other party as may be ordered by the Court, subject to an appropriate confidentiality agreement satisfactory to Transform. Each party to whom disclosure is made shall keep the Sealed Documents confidential.
5. Transform is authorized to take all actions it deems necessary to effectuate the ruling set forth in this Order.

6. This Order is without prejudice to the rights of any party in interest, or the United States Trustee, to seek to unseal the Sealed Documents or any part thereof.

7. Counsel for Transform shall contact the Clerk's Office regarding the return or disposition of the Sealed Documents within 10 days after resolution of the Motion to Enforce.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: \_\_\_\_\_, 2022  
White Plains, New York

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THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE